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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss federal exemption. Conversely, failure to file the appropriate is notice will not result in a loss of an available state exemption exemption unless such exemption is predicated on the filing of a is notice.



07045515

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

Estimated average burden hours per response 1

Expires:

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY					
Prefix	Serial				
DATE RI	ECEIVED				

OMB APPROVAL

OMB Number: 3235-0076

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.): Bravo! Brands Inc. February 2007 Notes/Warrants Offering

Filing Under (Check box(es) that apply): Rule 504 Rule 505 R Rule 506 R Section 4(6) ULOE

Type of Filing: [X] New Filing [] Amendment

PROCESSED

MAR 0 6 2007

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

THOMSON FINANCIAL

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) Bravo! Brands Inc.

Address of Executive Offices (Number & Street, City, State, Zip Code) Telephone No. (Including Area Code) 11300 U.S. Highway 1, Suite 400

North Palm Beach, FL 33408

561-625-1411



Address of Principal Opera (if different from Executive same	tions (No. and Street, City, State, Zip Code) Telephone No. (Including Area Code) e Offices)
-	ess otion company, being the licensee of Warner Bros. Looney Tubes™ characters for Canada, Mexico and China
Type of Business Organ	nization
[x] corporation [] business trust	[] limited partnership, already formed [] other (please specify): [] limited partnership, to be formed
Jurisdiction of Incorporation	Month Year f Incorporation or Organization: [0]4] [9]6] [x] Actual [] Estimated on or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for gn jurisdiction) [D][E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2.	Enter	the	in	formation	requested	for	the	foll	owing:

Each promoter of the issuer, if the issuer has been organized within the past five years;

Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: [] Promoter[x] Beneficial Owner[] Executive Officer[] Director[] General and/or Managing Partner
Full Name (Last name first, if individual) Coca-Cola Enterprises, Inc.	
Business or Residence Address (Number and Street, City, State, Zip Code) 2500 Windy Ridge Parkway, Atlanta, Ga 30339	
Check Box(es) that Apply: [] Promoter[] Beneficial Owner[] Executive Officer[x] Director[] General and/or Managing Partner
Full Name (Last name first, if individual) Hirschman, Stanley	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [] Promoter[] Beneficial Owner[x] Executive Officer[x] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Warren, Roy	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [] Promoter[] Beneficial Owner[x] Executive Officer[] Director[] General and/or Managing Partner
Full Name (Last name first, if individual) Kee, Tommy	
Business or Residence Address (Number and Street, City, State, Zip Code)	

c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408

Check Box(es) that Apply: [] Promoter[] Beneficial Owner[x] Executive Officer[] Director[] General and/or Managing Partner
Full Name (Last name first, if individual) Toulan, Roy	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [] Promoter[] Beneficial Owner[x] Executive Officer[] Director[General and/or Managing Partner
Full Name (Last name first, if individual) Edwards, Michael	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [] Promoter[] Beneficial Owner[x] Executive Officer[] Director[] General and/or Managing Partner
Full Name (Last name first, if individual) Patipa, Benjamin	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [] Promoter[] Beneficial Owner[] Executive Officer[x] Director[] General and/or Managing Partner
Full Name (Last name first, if individual) Blanding, Arthur	· · · · · · · · · · · · · · · · · · ·
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [] Promoter[] Beneficial Owner[] Executive Officer[x] Director[] General and/or Managing Partner
Full Name (Last name first, if individual) Cummings, Robert	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [] Promoter[] Beneficial Owner[] Executive Officer[x] Director[] General and/or Managing Partner
Full Name (Last name first, if individual) McCormack, John	

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Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408 Check Box(es) that Apply: [] Promoter[] Beneficial Owner[] Executive Officer[x] Director[] General and/or Managing Partner Full Name (Last name first, if individual) Pearce, Phillip Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408 Check Box(es) that Apply: [] Promoter[] Beneficial Owner[x] Executive Officer[] Director[] General and/or Managing Partner Full Name (Last name first, if individual) Kaplan, Jeffrey Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408 Check Box(es) that Apply: [] Promoter[] Beneficial Owner[] Executive Officer[x] Director[] General and/or Managing Partner Full Name (Last name first, if individual) Bos, Gerald Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408 Check Box(es) that Apply: [] Promoter[] Beneficial Owner[] Executive Officer[x] Director[] General and/or Managing Partner Full Name (Last name first, if individual)

Harris, Stanley

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408

B. INFORMATION ABOUT OFFERING

		er sold, o	r does the	issuer inten	d to sell, t	o non-ac	credited in	vestors in	this			
offerin	_	er also in	Appendix,	Column 2,	if filing u	nder UL	OE.				Yes []	No[x]
2. Wh	at is the i	minimum	investme	nt that will b	oe accepte	d from a	ny individu	ıal?			\$ n/a	
3. Doe	s the off	ering per	mit joint o	wnership of	f a single ι	unit?					Yes [x]	No []
or simi listed is the bro	lar remu s an asso ker or de	meration ciated per aler. If m	for solicita rson or ago ore than f	each perso ation of pure ent of a brol ive (5) perso r or dealer o	chasers in ker or deal ons to be l	connecti ler registe	on with sal ered with tl	les of secu he SEC ar	ırities in t nd/or with	he offerir a state o	ng. If a pers r states, list	on to be the name of
Full Na	me (Las	t name fi	rst, if indiv	vidual) N/A	4 	· -						
Busine	ss or Res	idence A	ddress (Ni	ımber and S	Street, City	y, State, 2	Zip Code)					
Name o	of Associ	iated Bro	ker or Dea	ler			<u> </u>					
				Solicited or dual States) [CA] [KY] [NJ] [TX]			Purchasers [DE] [MD] [NC] [VA]		All States [FL] [MI] [OH] [WV]	S [GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Na	me (Las	t name fi	rst, if indiv	idual)								
Busine	ss or Res	idence A	ddress (Ni	ımber and S	Street, City	y, State, 2	Zip Code)					<u></u>
Name o	of Associ	ated Bro	ker or Dea	ler								
				Solicited or dual States) [CA] [KY] [NJ] [TX]	[CO] [LA] [NM]	Solicit [CT] [ME] [NY] [VT]	Purchasers [DE] [MD] [NC] [VA]	[] [DC] [MA] [ND]	All States [FL] [MI] [OH] [WV]	[GA] [MN] [OK]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Na	me (Last	t name fii	rst, if indiv	idual)				_				
Busine	ss or Res	idence A	ddress (Ni	ımber and S	street, City	, State, 2	Zip Code)					
Name o	of Associ	ated Brol	ker or Dea	leг								
				Solicited or dual States) [CA] [KY] [NJ] [TX]		Solicit [CT] [ME] [NY] [VT]	Purchasers [DE] [MD] [NC] [VA]		All States [FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXI	PENSES AND USE	OF PROCEEDS
1. Enter the aggregate offering price of securities included in this offering at the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the column		
below the amounts of the securities offered for exchange and already exchange	nged.	
Type of Security	Aggregate Offering Price	Amount Alread Sold
Debt: Equity	\$2,000,000 \$0	\$ <u>2,000,000</u>
[] Common [] Preferred	\$680,000	\$0
Convertible Securities (warrants @ 0.34 exercise price) Partnership Interests	\$0	\$0
Other (Specify).	\$0	\$0
Total	\$2,680,000	\$2,000,000
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have pusecurities in this offering and the aggregate dollar amounts of their purchase offerings under Rule 504, indicate the number of persons who have purchase securities and the aggregate dollar amount of their purchases on the total lin Enter "0" if answer is "none" or "zero."	s. For ed es.	
	Aggreg	
	Number Dollar	of Purchases
	Investors	\$2,000,000
Accredited Investors	3	\$ <u>2,000,000</u> \$ <u>0</u>
Non-accredited Investors	0	\$0
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information of all securities sold by the issuer, to date, in offerings of the types indicate (12) months prior to the first sale of securities in this offering. Classify seculisted in Part C-Question 1.	d, the twelve	
Dollar Amount Type of offering	Туре о	f Security Sold \$
Rule 505		
Regulation A		\$ \$
Rule 504		<u>\$</u>
10141		· ·
4. a. Furnish a statement of all expenses in connection with the issuance and of the securities in this offering. Exclude amounts relating solely to organize of the issuer. The information may be given as subject to future contingence of an expenditure is not known, furnish an estimate and check the box to the	ation expenses ies. If the amount	
Transfer Agent's Fees		\$0
Printing and Engraving Costs		\$0
Legal Fees		\$13,500
Accounting Fees		\$0
Engineering Fees		\$0
Sales Commissions (specify finders' fees separately)		\$0
Other Expenses (identify) due diligence and finder's fee in cash	[]	\$200,000
Total	[]	\$ <u>213,500</u>

b. Enter the difference between the aggreg Question 1 and total expenses furnished in difference is the "adjusted gross proceeds"	response to Part C - Question 4.a. Th		\$ <u>2,466,500</u>
5. Indicate below the amount of the adjusted proposed to be used for each of the purpose purpose is not known, furnish an estimate estimate. The total of the payments listed to the issuer set forth in response to Part C	es shown. If the amount for any and check the box to the left of the nust equal the adjusted gross proceed:		Payments to Officers, Payments Directors, & To Affiliates Others
Salaries and fees		[]\$0_	<u> </u>
Purchase of real estate		[]\$0	[]\$0
Purchase, rental or leasing and installation	of machinery		
and equipment		[]\$0_	[]\$0
Construction or leasing of plant buildings	and facilities	[]\$0	[]\$0
Acquisition of other businesses (including securities involved in this offering that ma exchange for the assets or securities of ano pursuant to a merger)	y be used in other issuer	[]\$ <u>0</u>	[]\$0
Repayment of indebtedness	••••••	[]\$ <u>U</u>	[x]\$
Working capital	·······	[]\$0_	[x] \$ <u>2,466,500</u>
Other (specify):		[]\$ <u>0</u> []\$ <u>0</u>	
Column Totals		[]\$0_	[x] \$ <u>2,466,500</u>
Total Payments Listed (column totals adde	ed)		[x] <u>\$2,466,500</u>
	D. FEDERAL SIGNATURE		
The issuer has duly caused this notice to b 505, the following signature constitutes an Commission, upon written request of its st to paragraph (b)(2) of Rule 502.	undertaking by the issuer to furnish t	the U.S	S. Securities and Exchange
Issuer (Print or Type) Bravo! Brands Corp.	Signature B Thul	en .	Date February 23, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Roy D. Toulan, Jr.	Vice President-General Counsel ATTENTION		
Intentional misstatements or on	ussions of fact constitute federal cri	minal vi	olations. (See 18 U.S.C. 1001.)

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E. STATE SIGNATURE								
Is any party described in 17 CFR 230.262 presently subject to any of the	[x]No							

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Bravo! Brands Inc	Signature B. Thulin	Date February 23, 2007
Name of Signer (Print or Type) Roy D. Toulan, Jr.	Title of Signer (Print or Type) Vice President-General Counsel	

Instruction:

1.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

	Intend to To non-a Investors (Part B-l	ccredited in state	Type of security And aggregate Offering price Offered in state (Part C-Item 1)	Type of investor and Amount purchased in State (Part C-Item 2)				Disqualification Under state ULOE (If yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL										
AK	1							1		
AZ							<u> </u>	 		
AR			-							
CA	_			_						
CO										
CT										
DE										
DC										
FL										
GA							1			
HI										
ID							1			
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END